Charter and By-Laws

of the

Memorial Church of St. Paul

Overbrook

1899

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CHARTER

of the

Rector, Church Wardens and Vestrymen

of the

MEMORIAL CHURCH OF ST. PAUL

OVERBROOK

The subscribers hereunto, having associated themselves together for the purpose of worshiping Almighty God according to the faith and discipline of the Protestant Episcopal Church in the United States of America and having for that purpose formed a congregation at Overbrook, in the City of Philadelphia, and State of Pennsylvania, and being desirous of becoming incorporated agreeably to the provisions of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act to provide for the incorporation and regulation of certain corporations," approved the twenty-ninth day of April in the year of our Lord one thousand eight hundred and seventy-four, and the supplements thereto, do hereby declare, set forth and certify that the following are the purposes, objects, articles and conditions of their said Association for and upon which they desire to be incorporated.

First.—The name of the Corporation shall be "THE RECTOR, CHURCH WARDENS AND VESTRYMEN OF THE MEMORIAL CHURCH OF ST. PAUL, OVERBROOK."

Second.—The purpose for which the Corporation is formed is the support of the public worship of Almighty God according to the faith and discipline of the Protestant Episcopal Church in the United States of America.

Third.—The place of worship of the said Corporation shall be in Overbrook, in the City of Philadelphia, aforesaid.

Fourth.—The Corporation is to exist perpetually.

Fifth.—The members of the Corporation shall be the Rector, Church Wardens and Vestrymen for the time being and the persons entitled to vote for Vestrymen as hereinafter provided, including the subscribers hereto as long as they shall be so entitled. All the property of the said Corporation shall be taken, held and enure subject to the control of the Vestry thereof: provided, that the clear annual value or income of the real and personal estate held by the said Corporation shall not at any time exceed the amount authorized by the laws of this Commonwealth; and provided further that no grant shall be made of the real property of the Corporation or charge imposed thereon, except by the consent of two-thirds of the Vestry at a meeting called for that purpose; nor without the consent of a majority of the lay members of the Standing Committee of the Diocese of Pennsylvania.

No person shall be Rector unless he shall have had Episcopal ordination and be in good standing in the Protestant Episcopal Church in the Diocese of Pennsylvania, in the United States of America and recognized as such by the Bishop of this Diocese, or, in case of vacancy in the Episcopate, by the Standing Committee of the Diocese. He shall be entitled to preside at meetings of the Vestry, and shall have one vote. He shall be elected by the Church Wardens and Vestrymen in such a manner as the By-laws shall prescribe. In case of a vacancy in the office of Rector, all the powers of the Corporation shall be exercised by the Vestry as fully and entirely as if no such vacancy had occured.

There shall be two Wardens, who shall be members of the Vestry. The Vestry shall annually elect one of their own number to be one Warden, called the Accounting Warden,

and the Rector shall annually select another Vestryman to be the Rector's Warden; *Provided*, that if a vacancy exists in the office of Rector both the said Wardens shall be elected by the Vestry.

The Vestry shall consist of ten laymen, male citizens of Pennsylvania, of full age, who shall be elected, as hereinafter provided, by a majority of such male and female worshipers, of full age, present and voting, as shall have been registered by the Accounting Warden for at least one year immediately preceding the time of said election, as having contributed to the current expenses of the Corporation immediately before said registry (either by payment of pew rent or otherwise) such sum as may be determined by the By-laws: *Provided, however*, that at the election for Vestrymen to be held Easter Monday, 1899, any one who shall have contributed to the funds of the Protestant Episcopal Mission of St. Paul, Overbrook, or of this Church, shall be entitled to participate in said election.

The term of those now holding office as Vestrymen shall expire on Easter Monday 1899. On Easter Monday, 1899, an election for Vestrymen shall take place at which ten shall be elected, who shall at the first meeting of the Vestry held after said election elect three of their number to hold office for a term to expire Easter Monday, 1900; three thereof for a term to expire on Easter Monday, 1901, and four thereof for a term to expire on Easter Monday, 1902. At all subsequent elections, which shall be held annually thereafter upon Easter Monday, Vestrymen shall be elected equal in number to, and to succeed those whose term shall expire upon that day, and the Vestrymen so elected shall hold office for three years. Any vacancy occurring in the membership of the Vestry, including vacancies caused by failure to elect the full number at any annual election, may be filled by the Vestry, the person so chosen to hold office during the balance of the term which he is elected to fill.

No person who shall disclaim or refuse conformity with and obedience to the constitution, canons, doctrines, and discipline of the Protestant Episcopal Church in the Diocese of Pennsylvania, and in the United States of America, shall be a member of this Corporation; nor shall any such person be eligible for membership therein; nor shall any such person vote for or be elected a Vestryman or exercise any function in, concerning or connected with this Corporation.

Sixth.—The Vestry by a vote of two-thirds of all the members shall have power to make all By-laws for the government of the Corporation; provided, that the same shall not be repugnant to the Constitution or laws of the United States, or the Constitution and laws of this Commonwealth, or to the Charter of this Corporation; and to alter and change the same at their pleasure; but all changes shall be proposed in writing at a meeting held at least thirty days before they are made.

Seventh.—The names and residences of those who have been chosen Vestrymen to hold office until Easter Monday, 1899, are as follows:

Name.	Residence.
EDWARD BROOKS,	5971 Drexel Road, Phila.
EDWARD A. CASEY,	Merion, Pennsylvania.
EDWIN E. CASSELL,	5819 Drexel Road, Phila.
WARREN P. LAIRD,	6358 Woodbine Ave., Phila.
EDWARD G. MCCOLLIN,	Drexel Road and Upland Way, Phila.
DAVID MORGAN,	Overbrook, Phila.
JOHN E. PAYNE,	6390 Drexel Road, Phila.
W. PERCY SIMPSON,	Overbrook, Phila.
LEWIS A. THOMPSON,	5921 Overbrook Ave., Phila.
CHARLES C. TOWNSEND,	Overbrook, Phila

Eighth.—In case of the dissolution of this Corporation, all of the property of the same shall vest in the Trustees of the Protestant Episcopal Church in the Diocese of Pennsylvania, in trust, for the purpose mentioned in Article IV in the

Charter of the Trustees; to be used and applied by the Trustees in such manner as they shall direct.

Witness the hands and seals of the subscribers this twenty-fifth day of January in the year of our Lord, one thousand eight hundred and ninety-nine.

EDWARD BROOKS	[SEAL]
EDW'D A. CASEY	[SEAL]
EDWIN E. CASSELL	[SEAL]
WARREN P. LAIRD	[SEAL]
EDWARD G. MCCOLLIN	[SEAL]
DAVID MORGAN	[SEAL]
JNO. E. PAYNE	[SEAL]
W. P. SIMPSON	[SEAL]
LEWIS A. THOMPSON	[SEAL]
CHARLES C. TOWNSEND	[SEAL]

COMMONWEALTH OF PENNSYLVANIA,
COUNTY OF PHILADELPHIA, } *ss:*

Before me the subscriber, a Notary Public for the State of Pennsylvania, residing in the City of Philadelphia, personally appeared EDWARD BROOKS, EDWARD A. CASEY and LEWIS A. THOMPSON, three of the subscribers to the above and foregoing certificate of incorporation of the Rector, Church Warden and Vestrymen of the Memorial Church of St. Paul, Overbrook, and in due form of law acknowledged the same to be their act and deed.

Witness my hand and notarial
Seal this twenty-fifth day of
January, A. D. 1899.

[SEAL] J. HOWARD RHOADS,
Notary Public.

Decree.

In the Court of Common Pleas No. 4, of County of Philadelphia, of December Term, 1898. No. 940.

And now this twentieth day of February, A. D. 1899, the within Charter and Certificate of Incorporation having been presented to me, a Law Judge of said County, accompanied by due proof of publication of the notice of this application as required by the Act of Assembly and rule of this Court in such case made and provided, I certify that I have examined and perused the said writing, and have found the same to be in proper form, and within the purposes named in the first class specified in Section Second of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An act to provide for the Incorporation and Regulation of certain Corporations," approved April 29th, 1874, and the supplements thereto, and the same appearing to be lawful and not injurious to the community, I do hereby on motion of Edward G. McCollin, and Charles C. Townsend, Esqs., on behalf of the petitioners, order and direct that the said Charter of the Rector, Church Wardens and Vestrymen of the Memorial Church of St. Paul, Overbrook, aforesaid be and the same is hereby approved, and that upon recording of the same and of this order, the subscribers thereto and their associates shall be a Corporation by the name of the Rector, Church Wardens and Vestrymen of the Memorial Church of St. Paul, Overbrook, for the purposes and upon the terms therein stated.

ROBERT N. WILLSON,
Judge.

Recorded in the office for Recording Deeds, in and for the County of Philadelphia in Charter Book No. 24, page 293, etc.

Witness my hand and seal of office this twenty-fourth day of February, A. D. 1899.

[SEAL] JOHN VIRDIN,
Recorder of Deeds.

BY-LAWS

of

THE MEMORIAL CHURCH OF ST. PAUL

OVERBROOK

ARTICLE I.

Of the Relation of the Corporation to the Protestant Episcopal Church and to Diocesan Authority.

SECTION I. This Church acknowledges itself to be a member of, and to belong to, The Protestant Episcopal Church of the Diocese of Pennsylvania, and the Protestant Episcopal Church in the United States of America. As such it accedes to, recognizes and adopts the Constitution, Canons, Doctrines, Discipline and Worship of the Protestant Episcopal Church in the United States, and the Constitution and Canons of the Protestant Episcopal Church in the Diocese of Pennsylvania, and acknowledges their authority accordingly.

ARTICLE II.

Of the Qualifications of Voters and Election of Vestrymen.

SECTION I. The qualified voters for Vestrymen shall consist of those adult male and female worshipers whose names shall appear on a list to be furnished by the Accounting Church Warden, in accordance with Article VI, Section II.

SEC. II. Any adult male citizen of Pennsylvania, who shall himself be qualified under the provisions of the Charter and By-laws of this Corporation to vote for Vestrymen, and shall have been nominated in writing to the Secretary at least

forty-eight hours before the time fixed for the election, shall be eligible to the office of Vestryman. Provided, that no person shall be eligible to the office of Vestryman who at the time of the election is twelve months in arrear for pew rent or any other moneys due to this Corporation.

SEC. III. On Easter Monday of each year there shall be an election for Vestrymen in accordance with the Charter, and the time and place for holding such election shall be announced to the congregation on the two Sundays next preceding such day of election, and the result of such election shall be announced to the congregation on the Sunday next succeeding such day of election.

SEC. IV. The Vestry shall choose as judges of the election three persons qualified to vote for Vestrymen, and shall cause them severally to be notified in due time of their appointment. But if from any cause the Vestry should fail to appoint the judges, or they or any of them should neglect or refuse to act under such appointment, then it shall be the duty of the Wardens to supply the vacancy or vacancies thus created by making new appointments; and if that cannot be done conveniently at the time, one or both of the Wardens shall act as judges of the election as the necessities of the case may require.

SEC. V. It shall be the duty of the judges to open the polls at the time and place specified by the Vestry, and all voting shall be by ballot. The judges shall receive votes only from the persons whose names appear on the list furnished by the Accounting Church Warden, in accordance with the provisions of Section II of Article VI. Each of said persons may cast one vote for each candidate, provided, however, that no person can vote for a greater number of candidates than there are vacancies to be filled on the Vestry. The polls shall not be closed in less than one hour from the commencement of the election, provided that the judges shall have the power to keep the polls open for such longer time as they

shall in their discretion deem advisable. At the close of the polls the judges shall count the votes and then publicly announce the result of the election, and communicate the same to the Secretary, who shall notify each of the persons elected, and at the same time request him to attend a meeting of the Vestry to be held at a specified hour on the day next following the election, for the purpose of organizing, to which meeting the judges shall make their official return in writing, which shall be entered upon the minutes.

SEC. VI. In case of a failure to hold an election on Easter Monday the Vestry shall appoint another day within four weeks for holding such election.

SEC. VII. Vacancies in the Vestry occurring at any time shall be filled as provided in the Charter, provided that no person shall be elected by the Vestry to fill a vacancy unless he shall be nominated at a meeting held at least one week previous to the election, and written notice of such nomination sent to all members of the Vestry at least five days before such election.

ARTICLE III.

Of the Meetings of the Vestry, Election of Officers, Order of Business, Etc.

SECTION I. The stated meetings of the Vestry shall be held on Tuesday in Easter week, and on the first Tuesdays of June, October and January, unless the last should occur on New Years' Day, in which case the meeting shall be held on the following Tuesday.

SEC. II. Five Vestrymen shall constitute a quorum for the transaction of all business, except as otherwise provided in these By-laws.

SEC. III. At their stated meeting on Tuesday in Easter week the Vestry shall elect one of their number the Accounting Church Warden, and the Rector shall appoint another member of the Vestry the Rector's Church Warden, and in

case a vacancy exists in the office of Rector the Vestry shall select one of their number as Rector's Church Warden, who shall hold office until the following Easter Monday, unless a Rector be appointed in the meantime, and appoint another member of the Vestry to such office. The Vestry shall then elect a Secretary from their own body, and such other officers as may be directed by the Charter or By-laws. After the officers of the Vestry shall have been thus elected and appointed the Vestry shall elect lay deputies to represent the parish in the Diocesan Convention, in accordance with the Canons of the Church, and in case of the failure to elect officers and lay deputies, or any of them as aforesaid at the said meeting, the election may be held at any subsequent meeting of the Vestry.

All elections shall be by ballot, unless the same shall be dispensed with by the unanimous consent of the Vestrymen present.

The Deputies to the Convention shall be balloted for without a previous nomination of any individual having been made.

The following Standing Committees, of three members each, shall then be created: on Schools, on Music, on Finance, on Church Property; the first two to be appointed by the Rector, and if there be no Rector, by the Vestry; the last two to be elected by the Vestry.

FINANCE COMMITTEE.

The duties of the Finance Committee shall consist of the following:

They shall have a general oversight and care of the moneys, investments and securities belonging to the Corporation; they shall audit whenever they may see fit, but not less than once a year, the accounts of the Accounting Warden. At least once a year all the securities belonging to the Corporation shall be examined by said Committee, verified and reported as found, to the Vestry.

No investments of any of the funds of the Corporation

shall be made in any security without the approval of at least a majority of the Finance Committee. The funds of the corporation shall be invested only in such securities as the laws of the State of Pennsylvania authorize trustees and others acting in a fiduciary capacity to invest in. All of the investments and personal securities of the corporation shall be deposited in the vaults of a reliable bank or trust company in the name of the corporation; the box containing the same to be visited only by the Accounting Warden (or a deputy to be appointed by him), accompanied by another member of the Vestry for the purpose of depositing or withdrawing securities. The Accounting Warden shall not be a member of this Committee.

COMMITTEE ON CHURCH PROPERTY.

The duties of the Committee on Church Property shall be as follows:

First.—This Committee shall have charge of the real estate belonging to the Corporation; they shall prepare plans and maintain correct drawings of the buildings and grounds belonging to the Corporation, in detail as well as in relation to neighboring properties, and from time to time they shall report on the condition of the property, and when desired develop new plans, but before changing any of the features of the property they shall procure the approval of the Vestry.

Second.—They shall have the superintendence of the proper carrying out of all contracts involving changes, improvements or extension of the church buildings, rectory or other real estate of the corporation: *Provided,* That this committee shall not assume control of the real estate, buildings and property of the Corporation until the discharge of the Building Committee having present charge of the erection and construction of the church buildings.

Third.—The Accounting Warden shall be *ex-officio* chairman of this committee.

SEC. IV. The Rector, either Church Warden, or any two of the Vestry, may require the Secretary to call special meetings at any time, and a written notice of any such meeting, signifying the time, place and object thereof, shall be mailed to each Vestryman at least forty-eight hours before the proposed meeting, and no business other than that for which the meeting is called shall be introduced or transacted at such meeting, unless there be at least seven members present and no objection be made thereto.

SEC. V. The Rector, or in his absence, the Rector's Church Warden, or in his absence, the Accounting Church Warden, shall preside at the meetings of the Vestry; but if all shall be absent, then any other member present may be appointed by the Vestry chairman for the time.

SEC. VI. The order of business at the stated meetings of the Vestry shall be as follows, viz:

1. Reading of the minutes of the preceding meeting.
2. Elections, if any.
3. Presentation and consideration of communications.
4. Reports of Wardens.
5. Reports of committees.
6. Unfinished business.
7. New business.
8. Reading of the rough minutes for correction.

SEC. VII. No motion shall be entertained unless duly seconded and unless the mover thereof, if required by the chair, or any member of the Vestry, shall first commit the same to writing and then present it to the chair.

ARTICLE IV

Of the Election of a Rector or of an Assistant Minister

SECTION I. For the election of a Rector or of an Assistant Minister, at least seven votes of the Vestry shall be necessary. Before the election of an Assistant Minister, the consent of the

Rector to the nomination shall have been expressed in writing to the Vestry. No person shall be eligible for the position of Assistant Minister unless he shall have had Episcopal ordination and be in good standing in the Protestant Episcopal Church in the Diocese of Pennsylvania and in the United States of America and recognized as such by the Bishop of this Diocese, or, in case of vacancy in the Episcopate, by the Standing Committee of the Diocese.

SEC. II. In either case, the person to be elected must have been openly nominated at a previous meeting of the Vestry, the notices for which meeting shall have been issued at least one week previous to the holding thereof, and shall have stated that nominations would then be made and received; and the notices for the meeting at which such election is intended, shall state such intention; and no election as aforesaid shall be held until at least four weeks shall have elapsed from and after the nomination of the candidate or candidates.

SEC. III. The election of a Rector, or of an Assistant Minister, shall be by ballot.

SEC. IV. After the election of a Rector, or Assistant Minister, and his acceptance of the office, the officiating Minister shall give public notice of such election and acceptance at the morning and evening services on the ensuing Sunday.

ARTICLE V

Of the Church Wardens, Secretary and Sexton

SECTION I. The Church Wardens shall have a general superintendence of the property of the Corporation, except as herein delegated to the Finance Committee and Committee on Church Property, and shall take care that the sexton and other employees perform their respective duties in a satisfactory manner, and that order be maintained in and about the Church during the time of divine services. They shall have power to make purchases of all articles necessary for the use

of the church not exceeding in amount fifty dollars per quarter, without a previous order of the Vestry.

SEC. II. The Accounting Church Warden shall have the custody of the title papers, seal and account books of the Corporation. It shall be his duty to keep the registers provided for in Article VI. He shall have charge of all the revenues of the corporation, which he shall deposit in some bank or trust company to be designated by the Vestry, to his credit as Accounting Warden of the Memorial Church of St. Paul, Overbrook. The said revenues shall be from time to time applied for the maintenance and support of the Rector, Ministers and Officers of said church, and in the erection and necessary repairs of the church, churchyard, rectory, and such other houses as shall belong to the Corporation, and to any other purposes to which the corporate funds may be lawfully applied. He shall render to the Vestry annual accounts of all receipts and disbursements at the stated meeting on Tuesday in Easter week, and shall at that time lay before the Vestry a statement of all the debts and liabilities of the Corporation in detail—showing to whom the same may be owing respectively, and also a statement of all the property, claims and effects belonging to the Corporation, which accounts shall be audited by the Finance Committee. His books of account shall be open at all reasonable times to the inspection of the Vestry.

SEC. III. The Rector's Church Warden shall have special charge of the Communion plate, etc., and shall, when required, provide the bread and wine necessary for the administration of the Holy Communion. It shall be the duty of the Church Wardens, assisted by other members of the Vestry, to collect the alms from the congregation.

SEC. IV. The Secretary shall keep regular minutes of the proceedings of the Vestry, notify the members of all its meetings, call special meetings when ordered, and perform generally such duties as pertain to the office.

SEC. V. All books, papers, etc., the property of the Corporation, shall be delivered by the Secretary and Warden to their successors in office.

SEC. VI. The Sexton, besides his constant care of the Church, shall perform all other duties connected with his office, as directed by the Rector or either of the Wardens.

ARTICLE VI

Registers

SECTION I. The Accounting Church Warden shall provide a register, to be kept under lock in the vestry-room, in which shall be recorded by the Rector, or other Minister of the parish, all marriages, baptisms, confirmations and funerals, at which he shall have officiated, and he shall state in the record the date of the marriages, and the names of the parties thereto; the name of the person baptized, with those of the sponsors, and, in case of an infant, the date of its birth and the names of the parents; the name of the person confirmed; and the name and age of the person buried, with the date of death. This book shall belong to, and remain with the Vestry, as a part of the Church records. Certificates from these records, under seal, shall, when requested, be given without charge by the Wardens.

SEC. II. The Accounting Church Warden shall keep a register or record in which he shall enter the names of all persons who contribute to the current expenses of the Corporation, either by payment of pew rent or otherwise, and the amount of such contribution. He shall prepare from said register and deliver to the judges of election on the day fixed for the election of Vestrymen, a list of such adult male and female worshipers as shall appear thereby to have contributed the sum of Ten Dollars or more during the year immediately preceding such election, and to have been contributors of at least said sum at some time during the year previous to the

year immediately preceding such election. Provided, that at the election to be held Easter Monday, 1899, such list shall contain the names of all adult male and female worshipers, who shall have, prior to that time, contributed to the Protestant Episcopal Mission of St. Paul, Overbrook, or to the Memorial Church of St. Paul, Overbrook, and at the election to be held Easter Monday, 1900, such list shall contain the names of all adult male and female worshipers who shall have, prior to Easter Monday, 1899, contributed to the Protestant Episcopal Mission of St. Paul, Overbrook, or to the Memorial Church of St. Paul, Overbrook, and shall have within the year preceding Easter Monday, 1900, contributed the sum of at least Ten Dollars to the current expenses of this Corporation, either by payment of pew rent or otherwise.

ARTICLE VII

Of the Church Building and Furniture

No alteration of or addition to any part of the church building or the church furniture, nor any decoration of the same shall be made without the consent of the Vestry, and no tablet, window or monumental erection shall be placed in the church, unless a complete design thereof shall have been first approved by the Vestry; provided, that nothing herein contained shall in any wise be taken to affect or vary the rights of the Rector within the chancel.

ARTICLE VIII

Of Gifts to the Church

All articles of every description given to the Church or placed in, upon or about the Church Building, whether as memorials or otherwise, shall become the absolute property of the Corporation, and subject to the exclusive control and disposition of the Vestry in all respects.

ARTICLE IX

Pews and Pew Rents

SECTION I. Any person may rent a pew or one or more sittings in the Church with the consent of the Vestry, by paying such rent as the Vestry shall assess.

SEC. II. A register of all rented pews and sittings in the Church shall be kept by the Accounting Church Warden. No such pews or sittings shall be rented for any term exceeding one year, from the next semi-annual collection day; and the rent or compensation shall be payable in advance semi-annually on the first days of April and October. If the actual renter shall apply for a renewal of the term, on or before the semi-annual collection day, on which it shall expire, he shall have a preference over any other applicant for the same pew, sitting or sittings.

SEC. III. The Accounting Church Warden shall have power, subject to the approbation of the Vestry, to let any vacant pews or sittings, and he shall report at each stated meeting all the pews and sittings let since the last meeting, which, being approved, shall be entered on the minute-book of the Vestry.

SEC. IV. When the same pew is rented by more than one person, no particular part of the pew shall be considered as belonging exclusively to any or either of them; and in case of dispute, the Accounting Church Warden shall adjust the same. If either of the parties shall refuse to acquiesce, the matter shall be decided by the Vestry. And if either of the parties shall, notwithstanding the decision of the Vestry, persist in refusing to comply, the Vestry may forfeit the right of such person to any sitting in the said pew.

SEC. V. The pew rents shall be payable at such place as the Vestry may designate, semi-annually, in advance, on the first days of April and October in each year; and all persons indebted for pew rent shall be bound to pay the same then and there without further demand.

SEC. VI. Occupants of pews shall be required to give notice of their intention to vacate such pews one month before the end of any term, or become liable for the rent of another term.

SEC. VII. The Wardens shall have power to appropriate to strangers such rented pews or sittings as may be unoccupied after the conclusion of the opening prayers.

SEC. VIII. If any person shall, for the space of six calendar months, be in arrears for a year's rent for any pew, sitting or sittings, the Accounting Church Warden shall have power forthwith thereafter to let the same, as if vacant.

SEC. IX. There shall be a Rector's pew, free of rent.

ARTICLE X
Seal of the Corporation

A metal seal, having the following inscription:

shall be the corporate seal of this Corporation. It shall be used in all acts of the Vestry requiring the seal, and only by their order, and shall be attested by the Accounting Warden by his signature when affixed to any document as a corporate act.

ARTICLE XI.
Alteration of By-laws

No repeal or alteration of these By-laws shall be made unless proposed at a previous meeting of the Vestry held at least thirty days prior to the meeting at which such proposed alteration or repeal is to be acted upon, and unless adopted by two-thirds of the members of the Vestry, the notices for both meetings having stated that alteration or repeal of the By-laws will be proposed or acted upon, and signifying the nature of such alteration or repeal.